



# Annual General Meeting Minutes

Minutes of  
Held  
Location

Annual General Meeting (AGM)  
on Friday 2 December 2022  
Moor Hall Cookham, Berkshire





The Chair formally opened the meeting and introduced the top table:

June Dennis	Chair
Chris Daly	CEO
Anna D'Souza	Director of Finance, Procurement and Risk
Joanne Saintclair-Abbott	Institute Secretary

There were 32 Voting Members present and apologies were received from Andrew Chalk, Kelvin Golding, Paul Gostick, Leigh Hopwood, and Arnie Kosky.

The Chair informed those present that votes would be taken by poll vote and then added to the proxy votes already submitted by members in advance of the meeting.

### **1. Resolution 1**

Approval of the minutes of the Extraordinary General Meeting held on 10 June 2022. This was proposed by Gus MacIver and seconded by Andrew Yuille.

Approval of the minutes of the Annual General Meeting held on 3 December 2021. This was proposed by Michael Harrison and seconded by James Sutton.

**551 in favour, 4 against and 33 abstentions.**

### **2. Resolution 2**

To receive and consider the Annual Report of the Board of Directors on the business and activities of the Institute and the audited Annual Report and Accounts for the financial year ended 30 June 2022 and the Auditors' Report.

The Chair summarised the main themes within the Annual Report. This was followed by the Finance Director presenting the annual report and accounts and the CEO.

John Edmund asked questions regarding ratios. The Finance Director responded that the balance sheet is moving in the right direction and cash is looking good so has no current concerns.

John Edmund asked what the primary risk for CIM is? Anna responded that the financial position is solid. CIM has a risk register and strategy, but this is outside the remit of the accounts.

Michael Harrison wished to support CIM's performance and offered congratulations to the executive.

The Resolution to receive and consider the Annual Report of the Board of Directors on the business and activities of the Institute and the audited Annual Report and Accounts for the financial year ended 30 June 2022 and the Auditors' Report was proposed by Michael Harrison and seconded by Derek Milward.

**534 in favour, 4 against and 21 abstentions.**

### **3. Resolution 3**

To re-appoint BDO LLP as Auditors of the Institute until the accounts are next laid before the members in general meeting and to authorise the Board of Directors to approve their remuneration.

This Resolution was proposed by Michael Harrison and seconded by Mark Hedges.

**506 in favour, 8 against and 37 abstentions.**

- 4. Special Resolution 1** -In accordance with Article 12 of the Charter of the Institute, it is hereby resolved by the Voting Members that the General Regulations of the Institute shall be revised.

The Chair presented the Special Resolution which proposes that the Board be able to consider the appointment of a member of CIM staff as a Director. She stated that this proposal follows research which shows that a number of other professional bodies have staff member directors, including CMI, CIPD, ICAEW, Advertising Association, IWFM and GS1 UK.

Michael Harrison stated that he was surprised that the proposal was for just one member of the Exec joining the Board.

John Edmund said that he wished to comment on behalf of past Chairs. When asked to confirm which past Chairs he represented, he confirmed the following past Chairs: Professor Laurie Wood, Chris Adams, David Chapman, George Priestley, Chris Lenton, Rod Wilkes, Paul Gostick, Andrew Harvey, Mike Johnston and himself.

He said that the group was surprised by proposal, with a number of concerns. He questioned the lack of information provided to members. He asked if legal advice had been taken. He stated that the group could not understand what additional value a member of staff on the Board would provide when staff already contribute to Board meetings. The Group object as the nature of the board must remain strategic and this brings it closer to day-to-day management. He said that there are limits to Board tenure so the member of staff may have undue influence.

Derek Milward commented that there would presumably be a limit to the tenure of the staff member and the Chair confirmed that this would be detailed in the Board Regulations.

The Chair responded to say that her view is that it will strengthen the relationship between the Board and Executive, providing joint stewardship of the organisation. It will also increase accountability of the Executive. A process is in place to manage any conflicts of interest which is a standing item on the agenda. It was confirmed that if a conflict arises then that member leaves the room. The Chair introduced Julian Smith, CIM's Partner at its firm of Solicitors, Farrer and Co. He confirmed that CIM had obtained legal advice prior to putting this proposal to the members. There is no legal reason that this cannot be done, and Farrer and Co assisted with the drafting of the Regulations.

Mr Edmund said that the governance function is controlled by Charter which specifies that voting members should make up the Board and the move to co-opting members was opposed broadly at the time. He said that the Past Chairs have an ongoing concern that co-option has never been defined and there is no process.

The Institute Secretary responded that the process for co-options is detailed in the General Regulations and there is a policy within the Appointments and Remuneration Committee.

Michael Harrison stated that he felt that it is important for a member of the Executive to be on the Board for personal responsibility and to create a closer tie between the Board and the Executive.

Michael Harrison proposed Special Resolution 1 and it was seconded by Patrick Ray.

**546 in favour, 27 against and 22 abstentions.**

**(proxies received: 480 in favour, 24 against, 22 abstentions, 36 discretionary votes).**



**5. To note the Officers and the composition of the Board of Directors for the ensuing year.**

The Institute Secretary announced the composition of the Board:

Dr June Dennis DipM FCIM Chartered Marketer - Chair  
Professor Mark Durkin FCIM – Vice Chair  
Andrew Yuille DipM FCIM Chartered Marketer – Vice Chair  
Gina Balarin FCIM Chartered Marketer  
William Burton DipM FCIM Chartered Marketer  
Fiona Hawkins FCIM  
Dr Dawn Holmes FCIM Chartered Marketer  
Michael Lynch DipM FCIM Chartered Marketer  
Gus MacIver ACIM FCMA  
Ruchitha Perera DipM FCIM Chartered Marketer

The AGM was closed by the Chair.

June Dennis  
Chair

## AGM 2022 Questions and Answers

Questions have been segregated into three different categories:

- A) Questions relating to AGM matters
- B) Questions relating to Governance matters
- C) Questions relating to other issues

### Category A questions

<p>I am not clear who will decide on the person and how the Staff Member of the Board will be proposed and elected?</p>	<p>The Board will approve and appoint the staff member. The process will be defined in Board Regulations.</p>
<p>I would ask the board to present its case for the Special Resolution so that members can give it proper consideration.</p>	<p>In line with that of a number of other professional bodies, the Board's view is that this change will strengthen the relationship between the Board and Executive, allowing joint stewardship of the organisation.</p>
<p>I wish to see Agenda Item 4 withdrawn. Before members can make an informed decision on this fundamental change to the General Regulations and to the Institute governance they need to know:- the background and justification for these changes including any independent legal advice on the impact of these changes to the governance standards of CIM- how the appointment of the Staff-member Director will be managed- how the Board proposes to deal with the obvious conflicts that will inevitably arise when it comes to dealing with matters of staffing and staff discipline. - how the Board proposes to ensure that the Staff-member Director as an employee of the Board and a member of staff could effectively 'hold the Board and management to account - If the staff member has no fixed tenure, he/she could outlast all other Board Members. Is this also a desirable feature of good governance? As proxies are likely to account for a significant element this vote should be deemed invalid</p>	<p>CIM received legal advice on the Special Resolution and its solicitor attended and commented at the AGM. The advice was that this amendment was able to be made and our solicitors – Farrer and Co, assisted with drafting the proposed amendment.</p> <p>In line with that of a number of other professional bodies, the Board's view is that this change will strengthen the relationship between the Board and Executive, allowing joint stewardship of the organisation. The Board consists of nine elected members. This amendment will enable the Board to appoint one member of staff as a Director of CIM. Board Regulations to manage the Director appointment will be drafted. Staffing and Staff discipline will be managed as it is at the current time.</p> <p>Conflicts of Interest are a standing item on the Board agenda, and this will continue. All Directors sign a Code of Conduct when joining the Board and declare interests on an annual basis.</p> <p>As a Board member the staff member will be bound by the same duties and responsibilities as Non-Executive directors.</p> <p>The number of proxies received is included in the meeting minutes.</p>
<p>Did the Board conduct a review of its auditors this year? And, if not, when will it conduct a thorough review?</p>	<p>A review of the auditors will take place before the next accounting date (30.06.23).</p>
<p>please indicate the agenda item that are critical for me to assess if it is about accounting</p>	<p>The agenda item is Resolution 2.</p>

<p>standards frs102 are we driving in the correct speed? The essential change in cogs has been the lowering of services to the customers due to the lockdown and the poor communication system this will bring consequences to the image of marketeers and as reflected in the balance sheet the debtors at 1811 is than 1748 last year the current liabilities increase to 2421 from 2217. On balance the balance sheet is weaker than the previous year and after the lockdown is lifted the situation should stabilize near the present levels rather than reverting to the lockdown periods when many factors at work were not allowed to do their jobs. With reference to user guidance, they are for outside members those who were serving members we already have created a framework so there no reason to block their views on cpd unless the machine is not capable to communicate globally in pythons codes and whether waste us</p>	<p>The quality of the services offered to customers has not dropped. We have increased the level of online and virtual courses to our customers and reduced the availability of face-to-face training. The numbers quoted for debtors actually refer to the amount of cash in the bank, and therefore the increase from £1,831 to £1,748 is a positive result. The level of debtors has reduced year on year which is again a positive reduction as it aids our cash flow.</p> <p>An increase in the level of trade creditors at the year end and the reduction in debtors account for the increase in net current liabilities. However, year on year the balance sheet has actually increased by £434k and is therefore stronger than it was in 2021.</p>
<p>1) The Annual Report recognises Member Events as a part of a Main Income Stream. It also identifies the Sustainability Summit as commented on as the best event ever. Yet the frequency of Member Events in real life have fallen to almost none. What is the board of Trustees doing to ensure that CIM Regions are ensuring there are an ongoing programme of in real life events to continue to engage Members add value to the Membership proposition and to develop marketeers in line with the charitable objectives? 2) The Annual Report states that the Special Interest Groups further extends the CIM voice across the industry - yet many of the SIGs have gone silent. What are the Trustees doing to ensure the SIGs will continue to thrive and be an active part of the CIM proposition moving forward?</p>	<p>As has historically been the case, the organisation of events in the regions has been heavily dependent on the availability of time and volume of active member volunteers to come together and organise such events in their specific regions. As CIM returns to a degree of post Covid normality, the level of engagement with Members – whether by the regional virtual Webinar Express series of events (usual attendance 600), or by physical events (usual attendance 30-50) will be reviewed in line with the Objects of our Charter.</p> <p>As with the regions, the SIGs are again heavily reliant on the availability of time and volume of active member volunteers. The SIGs are recognised as a valuable part of the CIM proposition, and these will be included in the review as mentioned above.</p>
<p>1. Why have not the accounts and reports been sent out by mail as in the past? This would ensure that they can be noticed and properly scrutinised by the members? 2. Why has there been no arrangement for a zoom attendance for members unable to attend in person for voting and to be able to put questions directly? 3. Receiving the minutes of the past AGM and accounts only 4 days prior to the meeting is insufficient time for their proper analysis. 4. Why are no details of the AGM on the website and a telephone call to Moor Hall produces no information? Comment: For reasons unknown the arrangements and notification of the AGM seems to be very badly handled.</p>	<p>1. AGM materials are sent by email as default; however, we are always happy to send them via post if requested – either within the voting period or prior.</p> <p>2. At the EGM in June 2022, the members voted to allow virtual general meetings to take place and it is planned to hold hybrid meetings going forward. However, at the time of providing notice for this AGM, approval for the amendments to the Royal Charter and Bye-laws has not been ratified by the Privy Council.</p> <p>3. Due notice of 14 days was provided to all members in advance of the AGM. In addition, minutes of the previous general meeting are available at <a href="http://cim.co.uk/governance">cim.co.uk/governance</a>.</p>

	4. We apologise that you did not receive the information you required regarding the AGM when you phoned CIM.
Please Identify the possibility of Hybrid model AGM where members can participate via online too. Because all the Members cannot participate for the AGM physically due geographical distance worldwide	At the EGM in June 2022, the members voted to allow virtual general meetings to take place and it is planned to hold hybrid meetings going forward. However, at the time of providing notice for this AGM, approval for the amendments to the Royal Charter and Bye-laws has not been ratified by the Privy Council.
Hi We would like to suggest the CIM make arrangement its overseas member to take part in the AGM via online (Teams or Zoom etc.)	At the EGM in June 2022, the members voted to allow virtual general meetings to take place and it is planned to hold hybrid meetings going forward. However, at the time of providing notice for this AGM, approval for the amendments to the Royal Charter and Bye-laws has not been ratified by the Privy Council.
<p>1 Did the Board seek legal advice on the Special resolution? 1a If not, why not, given the centrality of Board structure to good governance? 1b If yes and in the interests of transparency what was that advice and why did the Board choose not to circulate that?</p> <p>2 What does the Board hope the special resolution will achieve and what impact on members' ability to direct the development of CIM is it expected to have?</p> <p>3 How does the Board propose that the appointment of the Staff-member Director should be managed?</p> <p>4 How does the Board propose to deal with the inevitable conflicts arising from this appointment when it comes to staffing and staff discipline?</p> <p>5 How does the Board propose to ensure that the appointee will be enabled to 'hold the Board and management to account' as an employee of the Board and a member of staff?</p> <p>6 In the interests of transparency and on the assumption that proxies will be a significant element of the vote will the Board list and evidence the proxies used?</p>	<p>1. CIM received legal advice on the Special Resolution and its solicitor attended and commented at the AGM. The advice was that this amendment was able to be made and our solicitors – Farrer and Co, assisted with drafting the proposed amendment.</p> <p>2. In line with that of a number of other professional bodies, the Board's view is that this change will strengthen the relationship between the Board and Executive, allowing joint stewardship of the organisation. The Board consists of nine elected members. This amendment will enable the Board to appoint one member of staff as a Director of CIM.</p> <p>3. Board Regulations to manage the Director appointment will be drafted. Staffing and Staff discipline will be managed as it is at the current time.</p> <p>4. Conflicts of Interest are a standing item on the Board agenda, and this will continue. All Directors sign a Code of Conduct when joining the Board and declare interests on an annual basis.</p> <p>5. As a Board member, the staff member will be bound by the same duties and responsibilities as Non-Executive directors.</p> <p>6. The number of proxies received for the Special Resolution is included in the meeting minutes.</p>

### Category B questions

Can you please state what the remuneration is for all Directors, Non-executive Directors, Co-opted Directors and Staff Directors? Can this	The role of Non-Executive Elected and Co-Opted Director role is voluntary, and they receive no remuneration. Staff remuneration bands are
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information be included in every financial report?	included at note 5 within the Annual Report and Accounts.
Why International Directors are not appointed more in number. I as international Member from the last 18 years never get a chance to represent the board. I would like the board to vote on this prime requirement.	There are two spaces for elected Board members resident outside of the UK and Europe and Directors are usually elected for a term of three years. This ensures that we always have an international perspective at Board level.

### Category C questions

May I know the current status of CIM Malaysia Chapter?	<p>CIM has ceased its IP agreement with the CIM volunteer group in Malaysia. That legal entity is still registered as a society in Malaysia but no longer represents CIM and can no longer use the CIM logo or name.</p> <p>CIM has strong relationships with several universities and study centres in Malaysia and we aim to continue supporting that market through additional strategic partnerships in the future.</p>
<p>1. What are the new and innovative strategies that are planned to raise the bar of acceptance for marketing professionals in corporates especially at CXO level?</p> <p>2. What are your plans to make the highest CIM qualification to be accepted as equivalent to a masters qualification or at least a degree qualification by the University Grants Commission in Sri Lanka which is a big market for CIM?</p> <p>3. What are the plans to make the Chartered Marketer status professionally more recognized for marketers like for Accounts and IT professionals?</p> <p>4. What are the plans to make Fellow Members more recognized in their countries for the contribution they have made to the marketing profession?</p> <p>5. How are we making sure cim qualifications are given the right evaluation in other countries and not downgraded?</p>	<p>Planning is underway to initiate a fresh strategy that will provide clear recognition for marketing professionals and what they stand for and what impact they can bring to the C-Suite. This will take time to deliver, but once corporates fully understand the elements of sustainable and responsible growth that marketing can deliver when implemented by professional marketers identified by CIM designatory letters and Chartered Marketer status, then we will be on the right path.</p> <p>CIM was recognised with University Grants Commission (UGC) until the Act was changed which led UGC to be responsible for recognition of university and higher education establishments and qualifications. UGC recognition is now <i>mainly</i> for academic qualifications (bachelor, masters and doctoral degrees) and the relevant institutes that validate and/or teach these.</p> <p>CIM is not able to validate or develop academic qualifications and we do not teach any academic qualifications. However, there is a recognition category with UGC for 'Professional Qualifications recognised as Entry Qualifications for Postgraduate Degrees'.</p> <p>CIM qualifications are already recognised by several universities in Sri Lanka as entry qualifications to Master degrees. This, or membership grades, may be a possible</p>



	<p>recognition route CIM could pursue with UGC. However, we need to be sure that this would position the CIM Level 7 Postgraduate qualification appropriately and not undervaluing it as a Level 7 qualification.</p> <p>We are aware that there are very few professional institutes listed on the UGC website. The British Computer Society (BCS) appears to be the only non Sri Lankan professional institute listed. SLIM, ACCA and CIMA are not listed on the UGC recognition website, although we understand that ACCA may offer a degree from a UK university which is recognised.</p> <p>CIM is recognised by TVEC, which is responsible for the recognition of professional qualifications. However, they only recognise up to and including Level 6 although we understand that they are preparing to recognise Level 7 vocational and professional qualifications. CIM will also be pursuing that level of recognition when it is available.</p>
<p>Provide some details about the recent collaboration between our Institute and the Australian Marketing Institute? What are the benefits to us?</p> <p>Do we expect similar collaborations with Institutes in other parts of the world in the near future?</p>	<p>Full details of the partnership and key benefits can be found here:  <a href="https://www.cim.co.uk/newsroom/release-cim-and-ami-announce-joint-partnership/">https://www.cim.co.uk/newsroom/release-cim-and-ami-announce-joint-partnership/</a></p> <p>We continue to work closely with other professional marketing organisations around the world where there is synergy with CIM's stated objects.</p>
<p>What are the opportunities for the new CIM members from emergent countries like Albania?</p>	<p>All members in all countries receive the same support from our CX team regardless of where they are resident. We do have some face-to-face events in a few key countries but unfortunately, we are unable to duplicate this in all 120+ countries. To compensate, we have a raft of webinars and other online resources which are available to all members. Being connected to CIM as an internationally recognised brand will provide opportunities for improved skills/competency development and career progression.</p>
<p>Dear All How are you doing? Hope good! Just to know how long would it take someone on MCIM to get to FCIM?</p>	<p>FCIM status can be achieved from MCIM status by requesting an upgrade.</p> <p>Such an upgrade can be successful provided that the MCIM grade has been held for two years and, in addition, the applicant can demonstrate 10 years' senior strategic experience with 5 years close to board level or at senior consultant level.</p>

	<p>Every Fellowship application is reviewed individually, even upgrades, so it is difficult to give a precise time frame, but the above criteria provide an indication should an MCIM request an upgrade.</p>
<p>1. What is the CIM proposing to do during the next year to further reinforce the status of Chartered Marketer such that it is recognised as being of similar status to that of the professions e.g. Chartered Accountant? The latter is widely recognised as a respected 'badge of office' whereas Chartered Marketer is at best not regarded as important and at worst is a designation that goes completely unrecognised outside of the CIM membership thus negating its entire point. Are there for example any plans to lobby the public sector to insist that this designation is held for any public sector marketing contracts? 2. What relationship does the CIM have with the Worshipful Guild of Marketors? 3. Are there any plans to create beneficial relationships with suppliers such that this will encourage membership of the Institute? Many other organisations attract discounts for its members on a broad array of goods and services. Would the CIM consider developing such a scheme?</p>	<ol style="list-style-type: none"> <li>1. We are working on several core initiatives next year relating to accreditation and the role of Chartered. We believe Chartered is a badge of excellence, but we recognise we have work to do with business, government and individual members to provide clarity and reinforce its value to the profession.</li> <li>2. CIM maintains a close relationship with the Worshipful Company of Marketors. We have a regular point of liaison between the two organisations, we invite senior representatives to each other's milestone events, and the Worshipful Company also sponsor CIM top student awards at the UK Graduation.</li> <li>3. We have conducted a member and non-member census across several thousand people this year which included questions on what people want from CIM. We are in the process of compiling that data and drawing out key insights. This will help us to firm up our member offer and guide our future relationships.</li> </ol>
<p>Why doesn't the institution give official letters introducing the affiliates/members as a supporting document during visa applications so that one can attend their graduation? No body does not admire a physical graduation. Alternatively, grant every country the right to hold CIM graduations.</p>	<p>Historically CIM used to be contacted by immigration agency officials requesting CIM to guarantee certain elements relation to a visa application, but CIM was unable to provide such a guarantee. More recently, the standard graduation invitation email itself has been used and been sufficient for visa applications. In some cases, CIM is contacted by a visa application department to verify the authenticity of the invitation email which we are able to do.</p> <p>Currently CIM is reviewing the customer journey for graduates to attend the graduation in the UK to consider how we can improve the process.</p> <p>Regarding holding graduations overseas, graduations have been held in Sri Lanka and Ghana when the volume of students graduating makes this a feasible proposition.</p>
<p>Think about India. Think about my country. Marketing and propaganda are different, aren't they?! As an Indian citizen, and a member of your community i too think of India as a Global market. A country which we can we all learn "silent marketing" from, in years ahead someone may question our (CIM's) stand. Silent Marketing is not about pin drop silence. It is</p>	<p>There has long been a desire to expand CIM's international presence, and India is an obvious area where CIM would like to establish strong links with partners on the ground. This is a growing process and will take time, but rest assured that CIM's aspiration is to be recognised as the global standard of marketing capability.</p>



<p>about cutting through the noise and making a difference. Mentors coaches etc are human beings. They view life through their own experiences. But that was not what marketing stood for. Marketing holds your hand in the hour of need Marketing stands by you beyond the God Knows How many prayers. Marketing is noble as it fulfils wants and desires are every level of your existence. All I want is to bring a broader spectrum to you. I have faith in my membership and know that you will do whatever is in your capacity to speak the truth.</p>	
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